

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Sunsuria Berhad (“Sunsuria” or “Company”) will be conducted in a fully virtual manner through live streaming from the broadcast venue at Tricor Business Centre, Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Friday, 5 February 2021 at 10.00 a.m. or any adjournment thereof for the purpose of considering and if thought fit to pass the following resolutions, with or without any modifications:

ORDINARY RESOLUTION 1

PROPOSED SUBSCRIPTION BY SUNSURIA OF 4,488,520 NEW ORDINARY SHARES IN BANGSAR HILL PARK DEVELOPMENT SDN BHD (“BHP DEVELOPMENT”) (“BHP DEVELOPMENT SHARES”), REPRESENTING 51.0% EQUITY INTEREST OF THE ENLARGED ISSUED SHARE CAPITAL OF BHP DEVELOPMENT, AT AN ISSUE PRICE OF RM1.88 PER BHP DEVELOPMENT SHARE FOR A SUBSCRIPTION CONSIDERATION OF RM8,438,417.60 TO BE SATISFIED IN CASH (“PROPOSED SUBSCRIPTION OF BHP DEVELOPMENT”)

“**THAT** subject to the passing of Ordinary Resolution 2, Ordinary Resolution 3 and Ordinary Resolution 4, and the approvals and consents of the relevant authorities and/or parties being obtained (where required), approval be and is hereby given to the Company to:

- (a) subscribe for 4,488,520 new BHP Development Shares, representing 51.0% equity interest of the enlarged issued share capital of BHP Development, at an issue price of RM1.88 per BHP Development Share for a subscription consideration of RM8,438,417.60 to be satisfied in cash; and
- (b) regulate the relationship between Sunsuria KL Sdn Bhd, Suez Capital Sdn Bhd, Dasar Temasek Sdn Bhd (collectively, “**BHP Development Existing Shareholders**”) and the Company as shareholders of BHP Development upon the completion of the Proposed Subscription of BHP Development,

subject to and upon the terms and conditions set out in the conditional share subscription and shareholder agreement dated 2 October 2020 entered into between the Company, BHP Development Existing Shareholders and BHP Development for the Proposed Subscription of BHP Development (“**SSA**”).

AND THAT the Board of Directors of the Company (“**Board**”) be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all necessary documents as the Board may deem fit, necessary and expedient, and to take all such necessary steps to give effect and complete the Proposed Subscription of BHP Development with full powers to consent to and to adopt such conditions, variations, modifications, and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Subscription of BHP Development or as the Board may deem necessary or expedient, and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect and complete the Proposed Subscription of BHP Development in the best interest of the Company.”

ORDINARY RESOLUTION 2

PROPOSED PROVISION OF FINANCIAL ASSISTANCE BY SUNSURIA TO BHP DEVELOPMENT OF UP TO RM276.1 MILLION, OF WHICH AN AMOUNT OF UP TO RM102.1 MILLION IN CASH WILL BE USED FOR THE WORKING CAPITAL REQUIREMENT OF BHP DEVELOPMENT WHICH IS IN PROPORTION TO THE COMPANY’S PROPOSED 51.0% SHAREHOLDING IN BHP DEVELOPMENT AND AN AMOUNT OF UP TO RM174.0 MILLION IN THE FORM OF CORPORATE GUARANTEE, SUBJECT TO THE COMPLETION OF THE PROPOSED SUBSCRIPTION OF BHP DEVELOPMENT (“PROPOSED PROVISION OF FINANCIAL ASSISTANCE TO BHP DEVELOPMENT”)

“**THAT**, subject to the passing of Ordinary Resolution 1, Ordinary Resolution 3 and Ordinary Resolution 4, and the approvals and consents of the relevant authorities and/or parties being obtained (where required), approval be and is hereby given to the Company to provide financial assistance to BHP Development, of up to RM276.1 million, of which an amount of up to RM102.1 million in cash shall be used for the working capital requirement of BHP Development which is in proportion to the Company’s proposed 51.0% shareholding in BHP Development and an amount of up to RM174.0 million in the form of corporate guarantee for 51.0% of the financing facilities obtained by BHP Development, after the completion of the Proposed Subscription of BHP Development.

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all necessary documents as the Board may deem fit, necessary and expedient, and to take all such necessary steps to give effect to the Proposed Provision of Financial Assistance to BHP Development with full powers to consent to and to adopt such conditions, variations, modifications, and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Provision of Financial Assistance to BHP Development or as the Board may deem necessary or expedient, and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to Proposed Provision of Financial Assistance to BHP Development in the best interest of the Company.”

ORDINARY RESOLUTION 3

PROPOSED ACQUISITION BY SUNSURIA OF 100,000 EXISTING ORDINARY SHARES IN BUMILEX CONSTRUCTION SDN BHD (“BUMILEX”), REPRESENTING 100% EQUITY INTEREST IN BUMILEX, FOR A PURCHASE CONSIDERATION OF RM2.00 TO BE SATISFIED IN CASH (“PROPOSED ACQUISITION OF BUMILEX”)

“**THAT** subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 4, and the approvals and consents of the relevant authorities and/or parties being obtained (where required), approval be and is hereby given to the Company to acquire 100% equity interest in Bumilex for a purchase consideration of RM2.00 subject to and upon the terms and conditions set out in the conditional shares sale and purchase agreement dated 2 October 2020 entered into between the Company and Johari bin Said and Aizul Akma binti Awang for the Proposed Acquisition of Bumilex (“**SSPA**”).

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all necessary documents as the Board may deem fit, necessary and expedient, and to take all such necessary steps to give effect and complete the Proposed Acquisition of Bumilex with full powers to consent to and to adopt such conditions, variations, modifications, and/or amendments in any manner as

may be required or imposed by the relevant authorities in respect of the Proposed Acquisition of Bumilex or as the Board may deem necessary or expedient, and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect and complete the Proposed Acquisition of Bumilex in the best interest of the Company.”

ORDINARY RESOLUTION 4

PROPOSED PROVISION OF FINANCIAL ASSISTANCE BY SUNSURIA TO MONTFLEX SDN BHD (“MONTFLEX”) OF UP TO RM33.3 MILLION, OF WHICH AN AMOUNT OF UP TO RM20.6 MILLION IN CASH WILL BE USED FOR THE WORKING CAPITAL REQUIREMENT OF MONTFLEX WHICH IS IN PROPORTION TO BUMILEX’S 51.0% SHAREHOLDING IN MONTFLEX AND AN AMOUNT OF UP TO RM 12.7 MILLION IN THE FORM OF CORPORATE GUARANTEE, SUBJECT TO THE COMPLETION OF THE PROPOSED ACQUISITION OF BUMILEX (“PROPOSED PROVISION OF FINANCIAL ASSISTANCE TO MONTFLEX”)

“**THAT**, subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 3, and the approvals and consents of the relevant authorities and/or parties being obtained (where required), approval be and is hereby given to the Board to provide financial assistance to Montflex, a 51.0%-owned subsidiary of Bumilex, of up to RM33.3 million, of which an amount of up to RM20.6 million in cash shall be used for the working capital requirement of Montflex which is in proportion to Bumilex’s 51.0% shareholding in Montflex and an amount of up to RM12.7 million in the form of corporate guarantee for 51.0% of the financing facilities obtained by Montflex, after the completion of the Proposed Acquisition of Bumilex.

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all necessary documents as the Board may deem fit, necessary and expedient, and to take all such necessary steps to give effect to the Proposed Provision of Financial Assistance to Montflex with full powers to consent to and to adopt such conditions, variations, modifications, and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Provision of Financial Assistance Montflex or as the Board may deem necessary or expedient, and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to Proposed Provision of Financial Assistance to Montflex in the best interest of the Company.”

BY ORDER OF THE BOARD

LEE SWEE KHENG (MIA 12754) (SSM P.C. No.: 201908003159)
NGIAN YOKE FUNG (MAICSA 7049093) (SSM P.C. No.: 201908002393)
Company Secretaries

Petaling Jaya
Malaysia
21 January 2021

Notes:

1. *The meeting will be conducted in a fully virtual manner through live streaming from the broadcast venue and online remote voting via the Remote Participation and Voting facilities (“RPV Facilities”) provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) via its website at <https://tiitl.online>. Please follow the procedures provided in the Administrative Guide in order to register, participate and vote remotely via the RPV Facilities.*
2. *Shareholders will not be allowed to attend the meeting in person at the broadcast venue on the day of the meeting. The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman to be present at the main venue of the meeting.*
3. *Member whose name appears on the Record of Depositors of the Company as at 26 January 2021 shall be eligible to attend and vote remotely at the meeting via the RPV Facilities or appoint proxy(ies) to attend and vote on his/her stead.*
4. *The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.*
5. *A proxy may, but need not be a member of the Company.*
6. *A member may appoint not more than two (2) proxies to attend and vote at the same meeting. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 (“SICDA”), it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.*
7. *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for the omnibus account, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. Where an exempt authorised nominee appoints two (2) or more proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*
8. *An exempt authorised nominee refers to an authorised nominee defined under the SICDA, which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.*
9. *Where a member or the authorised nominee appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy in the instrument appointing the proxies.*
10. *The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or notarially certified copy of that power of attorney or authority, shall be deposited with the Share Registrar of the Company, Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than 48 hours before the time set for holding the meeting or any adjournment thereof.*
11. *If no name is inserted in the space provided for the name of your proxy, the Chairman of the meeting will act as your proxy.*
12. *A member who has appointed a proxy to attend and vote remotely at the meeting via the RPV Facilities must request his/her proxy to register himself/herself for the RPV Facilities at Tricor’s website at <https://tiitl.online> not less than 48 hours before the time set for holding the meeting or any adjournment thereof. Please follow the procedures provided in the Administrative Guide.*
13. *The appointment of proxy may be made in hard copy or by electronic means as follows and must be received by the Company not less than 48 hours before the time set for holding the meeting or any adjournment thereof.*

In hard copy form

The Form of Proxy must be deposited with the Share Registrar of the Company, Tricor, at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

By electronic form

The Form of Proxy can also be electronically lodged with the Share Registrar of the Company, Tricor, via its website at <https://tiitl.online>. Kindly refer to the Procedure for Electronic Submission of Proxy Form stated in the Administrative Guide.